

Rec No 10711 E

ITEL
CORPORATION
TRANSPORTATION SERVICES GROUP

RECORDATION NO. 10461-B Filed 1979

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INTERSTATE COMMERCE COMMISSION

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Washington, D.C.

July 30, 1979

Honorable H.G. Homme
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission is the original and four counterparts of Lease Supplement No. 2, dated August 1, 1979, to that certain Lease Agreement, dated May 1, 1979, between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111 and The Connecticut Bank and Trust Company, One Constitution Plaza, Hartford, Connecticut 06115.

The foregoing Lease was filed with the Interstate Commerce Commission on June 7, 1979 at 3:25 PM and assigned recordation number 10461. Supplement No. 2 concerns 73, 50'6" 70-ton boxcars.

Also enclosed is our check in the amount of \$10, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all copies of the enclosed that are not required by the Interstate Commerce Commission to Charles Kappler, Esq. of Alvold & Alvold, who will be delivering this letter on our behalf.

Sincerely,



Karl J. Bemisderfer
Counsel

enclosures

RECEIVED
FEE OPERATION RR.
I.C.C.

AUG 1 1979

RECEIVED

TWO EMBARCADERO CENTER • SAN FRANCISCO, CALIFORNIA 94111 • (415) 955-0123

SSI RAIL

SSI NAVIGATION

SSI CONTAINER

AUG 1 1979 - 1 55 PM

LEASE SUPPLEMENT NO. 2

INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 2 dated as of August 1, 1979 between **The Connecticut Bank and Trust Company**, acting not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement dated as of May 1, 1979 with General Electric Credit Corporation (the "Owner") and Itel Corporation (the "Lessee"), acting through its Rail Division.

W I T N E S S E T H :

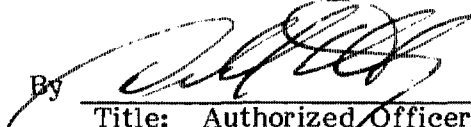
The Trustee and the Lessee have heretofore entered into a Lease of Railroad Equipment dated as of May 1, 1979 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein except as the context hereof otherwise requires.

The Trustee and the Lessee hereby acknowledge and agree that Schedule 1 hereto correctly sets forth the term of the Lease with respect to the Units described therein, the basic rent Payment Dates, the Purchase Price, and termination date of the Lease with respect to such Units.

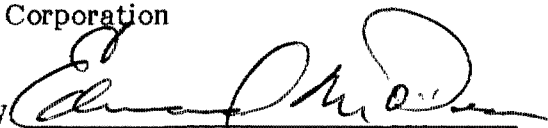
The execution of this Lease Supplement will in no way relieve or decrease the responsibility of the Builder of the Equipment for any warranties it has made with respect to the Equipment and is without prejudice to any right which the Trustee or the Lessee may have against such Builder or any other person, except as otherwise provided in the Lease.

This Lease Supplement may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterpart shall constitute but one and the same instrument.

The Connecticut Bank and Trust Company,
not in its individual capacity but solely as
Trustee,

By 
Title: Authorized Officer
Trustee

Itel Corporation

By 
Title: Vice-President, Finance
Transportation Services Group

Lessee

SCHEDULE 1 TO LEASE SUPPLEMENT II

August 1, 1979

Description of Units of Equipment:

50'6" 70 ton Boxcars
AAR Mechanical Destination XM

Including Car Numbers:

See List Below

Builder:

ACF Industries, Inc.

Purchase Price:

66 @ \$42,877.52 per Unit of Equipment
or an aggregate Purchase Price of
\$2,829,916.32

Basic Rent Payment Dates:

February 1 and August 1

Lease Termination Date:

August 1, 1994

Car Numbers:

7201	7251	7308	7349
7202	7254	7309	7357
7203	7262	7311	7360
7206	7264	7312	7365
7208	7265	7315	7366
7210	7266	7316	7367
7214	7269	7319	7368
7215	7274	7320	7369
7216	7275	7331	7372
7218	7280	7333	7376
7223	7289	7334	7381
7224	7290	7337	7388
7229	7299	7338	7392
7233	7300	7340	7400
7236	7302	7343	7407
7237	7303	7344	
7243	7306	7345	

SCHEDULE I TO LEASE SUPPLEMENT II

August 1, 1979

Description of Units of Equipment: 50'6" 70 ton Boxcars
AAR Mechanical Destination XM

Including Car Numbers: See List Below

Builder: ACF Industries, Inc.

Purchase Price: 7 @ \$40,499.68 per Unit of Equipment
or an aggregate Purchase price of
\$283,497.76

Basic Rent Payment Dates: February 1 and August 1

Lease Termination Date: August 1, 1994

All units bearing car numbers as follows with prefix GBW:

Car Numbers:

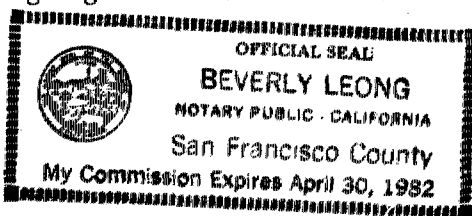
7054
7065
7088
7089
7151
7178
7180

STATE OF CALIFORNIA

CITY AND COUNTY OF
SAN FRANCISCO

)
)
) SS:

On this 30th date of July 1979, before me personally appeared Edward M. O'Brien, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of ITEL Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notarial Seal

My Commission expires:

Beverly Leong
Notary Public

STATE OF CONNECTICUT

COUNTY OF HARTFORD

)
)
) SS:

On this 31st of July 1979, before me personally appeared DONALD E. SMITH, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST CO., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notarial Seal

My Commission expires:

Barbara S. Kacich
Notary Public

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

Interstate Commerce Commission
Washington, D.C. 20423

8/1/79

OFFICE OF THE SECRETARY

Karl J. Bemederfer, Counsel
Itel Corporation
Two Embarcadero Center
San Francisco, Calif. 94111

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/1/79 at 1:35pm, and assigned recordation number(s). 10461-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)